

STEPTOE & JOHNSON

1250 CONNECTICUT AVENUE

WASHINGTON, D. C. 20036

ROBERT J. CORBER

(202) 862-2038

RECORDATION NO. 11185-B Filed 1425

JAN 18 1980 -12 35 PM

INTERSTATE COMMERCE COMMISSION 0-013A050

January 18, 1980

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Office of the Secretary - Room 2209
Washington, DC 20423

Date JAN 18 1980
Fee \$ 10.00

ICC Washington, D. C.

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 USC § 11303 is several copies of the following document which relates to the railroad equipment shown in the schedules attached to the document:

Substitution Agreement signed January 14 and 15, 1980. to the Lease Agreement dated as of April 30, 1970 between Brae Corporation and West Virginia Railroad Maintenance Authority d/b/a South Branch Valley Railroad, previously recorded under number 11185. *Record.*

The names and addresses of the parties to the transaction evidenced by the foregoing document are as follows:

Lessor: Brae Corporation, Three Embarcadero Center,
San Francisco, CA 94111
Lessee: West Virginia Railroad Maintenance Authority,
d/b/a South Branch Valley Railroad, 922
Quarrier Street, Charleston, WV 25301
Trustee: Morgan Guaranty Trust Company of New York,
30 West Broadway, New York, NY 10015

Inasmuch as this document relates to the Lease Agreement dated as of April 30, 1979 between Brae Corporation and the West Virginia Railroad Maintenance Authority d/b/a South Branch Valley Railroad previously recorded and filed under recordation number 11185, it is requested that it be assigned the next available sub-letter under that primary recordation number, which is believed to be B. It is further requested that this document be indexed in accordance with the names of the parties to the transaction stated above.

Handwritten signature: Robert J. Corber

Ms. Mergenovich

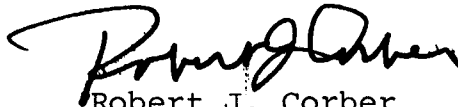
-2-

January 18, 1980

An additional enclosure is a check payable to the ICC in the amount of \$10.00, the prescribed fee for filing and recordation of the document.

Please return to the person presenting this letter your letter confirming such filing and recordation, the fee receipt thereof and all copies of the document not required for filing with the appropriate stamping.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert J. Corber", written in a cursive style.

Robert J. Corber
Attorney for Brae Corporation

mbm

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

1/18/80

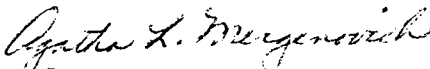
OFFICE OF THE SECRETARY

**Robert J. Corber, Atty.
Steptoe & Johnson
1250 Conn. Avenue, N.W.
Washington, D.C. 20036**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **1/18/80** at **12:35pm**, and assigned re-recording number(s). **11185-B**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

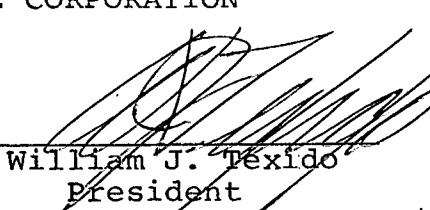
JAN 18 1980 - 12 35 PM

SUBSTITUTION AGREEMENT INTERSTATE COMMERCE COMMISSION

Brae Corporation ("Lessor") and the West Virginia Railroad Maintenance Authority doing business as the South Branch Valley Rail Road ("Lessee") hereby agree to substitute Equipment Schedules No. 3, 4 and 5 (the "Substituted Schedules"), as attached hereto, for the original Equipment Schedule No. 1 attached to the Lease Agreement dated as of April 30, 1979 ("Lease") between Lessor and Lessee. All of the terms and conditions set forth in the Lease shall apply to and govern the railcars described in the Substituted Schedules to the same extent and in the same manner as such terms and conditions were applied to the original Equipment Schedule No. 1. Lessor and Lessee understand and agree that the railcars described in the Substituted Schedules shall have equal loading priority as such term is defined in Section 3B of the Lease.

BRAE CORPORATION

By

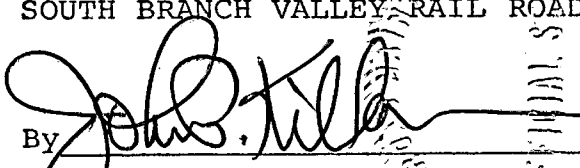
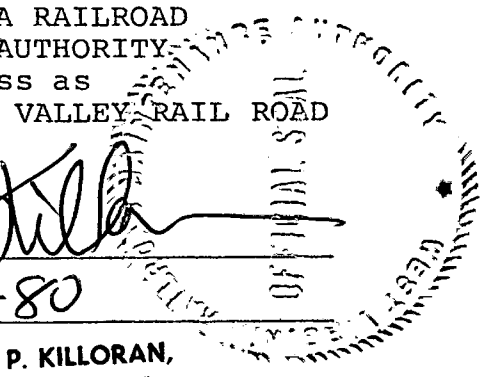

William J. Texido
President

Date

1/14/80WEST VIRGINIA RAILROAD
MAINTENANCE AUTHORITY
doing business as
SOUTH BRANCH VALLEY RAIL ROAD

By

Date


1-15-80
JOHN P. KILLORAN,
EXECUTIVE DIRECTOR
WEST VIRGINIA RAILROAD
MAINTENANCE AUTHORITY
922 QUARRIER STREET
CHARLESTON, WV 25301

EQUIPMENT SCHEDULE No. 3

BRAE CORPORATION hereby leases the following Cars to West Virginia Railroad Maintenance pursuant to that certain Lease Agreement dated as of April 30, 1979. Authority/dba South Branch Valley Rail Road

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	50 foot, 70 ton trucks, cushioning, interior lading anchors, 10 foot sliding doors, nailable steel floor	SBVR 2001- SBVR 2050 (both in- clusive)					50

BRAE CORPORATION

BY:

TITLE:

DATE:

1/14/80

BC-6/78

BY:

TITLE:

DATE:

1-15-80

JOHN P. KILLORAN,
EXECUTIVE DIRECTOR

WEST VIRGINIA RAILROAD
MAINTENANCE AUTHORITY

922 QUARRIER STREET

CHARLESTON, WV 25301

This Equipment Schedule No. 3 together with Equipment Schedules Nos. 4 and 5 are substituted in place of the original Equipment Schedule No. 1 attached to the above-mentioned Lease.

EQUIPMENT SCHEDULE No. 4

BRAE CORPORATION hereby leases the following Cars to West Virginia Railroad Maintenance
pursuant to that certain Lease Agreement dated as of April 30, 1979. Authority/dba South Branch
Valley Rail Road

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	50 foot, 70 ton trucks, cushioning, interior lading anchors, 10 foot sliding doors, nailable steel floor						50

BRAE CORPORATION

BY:

TITLE:

DATE:

BC-6/78

BY:

TITLE:

DATE:

JOHN P. KILLORAN,
EXECUTIVE DIRECTOR

WEST VIRGINIA RAILROAD
MAINTENANCE AUTHORITY.

922 QUARRIER STREET
CHARLESTON, WV 25301

This Equipment Schedule No. 4 together with Equipment Schedules Nos. 3 and 5 are substituted in place of the original Equipment Schedule No. 1 attached to the above-mentioned Lease.

EQUIPMENT SCHEDULE No. 5

BRAE CORPORATION hereby leases the following Cars to West Virginia Railroad Maintenance.....
pursuant to that certain Lease Agreement dated as of April 30...., 1979.. Authority/dba South Branch
Valley Rail Road

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	50 foot, 70 ton trucks, cushioning, interior lading anchors, 10 foot sliding doors, nailable steel floor						25

BRAE CORPORATION

BY:

TITLE:

DATE:

BC-6/78

BY:

TITLE:

DATE:

JOHN P. KILLORAN,
EXECUTIVE DIRECTOR

WEST VIRGINIA RAILROAD
MAINTENANCE AUTHORITY
922 QUARRIER STREET
CHARLESTON, WV 25301

This Equipment Schedule No. 5 together with Equipment Schedules Nos. 3 and 4 are substituted in place of the original Equipment Schedule No. 1 attached to the above-mentioned Lease.

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

)
) ss.:
)

On this 14th day of January, 1980, before me personally appeared William S. Texido, to me personally known, who being by me duly sworn says that such person is President of Brae Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Mirella R. Abbo
Notary Public

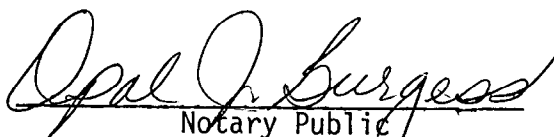
(SEAL)

STATE OF WEST VIRGINIA)
COUNTY OF KANAWHA)

ss:

On this 15th day of January, 1980 before me, Opal Burgess,
a Notary Public, State of West Virginia, duly commissioned and sworn,
personally appeared John P. Killoran known to me to be the person
whose name is subscribed to the within instrument and acknowledged to
me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the County of Kanawha the day and year in this
certificate first above written,


Notary Public
My commission expires March 23,
1987